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- and -

Chris L. Dickerson, Esq.
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333 West Wacker Drive
Chicago, Illinois 60606
(312) 407-0700

Counsel to the Debtors and
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - x
In re: : Chapter 11
: :
CIRCUIT CITY STORES, INC., : Case No. 08-35653 (KRH)
et al., : Jointly Administered
: :
Debtors. :
- - - - - x

**AFFIDAVIT IN SUPPORT OF EMPLOYMENT OF SUTHERLAND ASBILL
& BRENNAN LLP AS A PROFESSIONAL UTILIZED IN THE ORDINARY
COURSE OF BUSINESS**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

David J. Rabinowitz, being duly sworn, deposes
and says:

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and says:

i) I am a partner of the firm Sutherland Asbill & Brennan LLP (the "Firm"), which has been employed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")¹ in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing such ordinary-course services during their chapter 11 cases. This Affidavit is submitted in compliance with the Order Granting Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(A), 327, 330 And 331 Authorizing Debtors To Employ Professionals Utilized In The Ordinary Course Of Business (the "OCB Professionals Order").

1. The Firm was provided with a list of interested parties, a copy of which is annexed hereto as Exhibit 1, and conducted a search of Firm's records for the names identified thereon. Based on that search, neither I, the Firm, nor any member, counsel, or

¹ The Debtors are the following entities: Tweeter Home Entertainment Group, Inc. ("Tweeter"), Hillcrest High Fidelity, Inc., NEA Delaware, Inc., New England Audio Co., Inc., Sound Advice, Inc., Sound Advice of Arizona, Inc., Sumarc Electronics, Inc., and THEG USA, L.P.

associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except as set forth hereinafter:

(a) See Exhibit 2 annexed hereto.

2. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.

3. The Firm represents the Debtors on various real estate matters including, but not limited to, general real estate advice and leasing (such as new leases, lease dispositions, lease modifications and lease disputes).

4. This Firm and certain of its members, counsel, and associates may have in the past represented, currently represent, and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. None of those past or current representations are material. This Firm will be in a position to identify with specificity all such

persons or entities when lists of all creditors of the Debtors have been prepared and will make any further disclosures as may be appropriate at that time. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCB Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The principal attorneys and paralegals designated to represent the Debtors and their current standard rates are:

5. See Exhibit 3 annexed hereto.

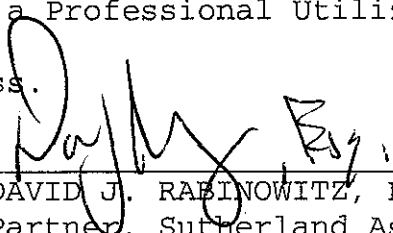
6. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard (i.e., discounted) rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of

practice for all other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, photocopying, delivery services, travel, printing and necessary secretarial overtime and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

7. Except as provided in the OCB Professionals Order, no representations or promises have been received by the Firm [nor by any member, counsel, or associate thereof] as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

WHEREFORE, affiant respectfully submits this Affidavit in Support of Employment of Sutherland Asbill

& Brennan LLP as a Professional Utilized in the Ordinary
Course of Business.



DAVID J. RABINOWITZ, Esq.
Partner, Sutherland Asbill & Brennan LLP
1114 Avenue of the Americas, 40th Floor
New York, New York 10036-7703

Sworn to before me this 14th day of January, 2009.



Notary Public

My Commission Expires: 12/01/02

APRIL McELWEE
Notary Public, State of New York
No. 01MC6187335
Qualified in New York County
Commission Expires Dec. 01, 2012

EXHIBIT 2
Parties in Interest Exception

Position*	Party**	Client***	Non-Client****
Banks Utilized in the Company's Cash Management System	AmSouth Bancorporation	yes	yes
Banks Utilized in the Company's Cash Management System	Banco Popular		yes
Banks Utilized in the Company's Cash Management System	Bank of America	yes	yes
Banks Utilized in the Company's Cash Management System	Chase Bank	yes	yes
Banks Utilized in the Company's Cash Management System	JP Morgan Securities Inc	yes	yes
Banks Utilized in the Company's Cash Management System	Lehman Brothers	yes	yes
Banks Utilized in the Company's Cash Management System	Merrill Lynch Global Institutional Advisory Division	yes	yes
Banks Utilized in the Company's Cash Management System	RBC Dain Rauscher	yes	
Banks Utilized in the Company's Cash Management System	SunTrust	yes	yes
Banks Utilized in the Company's Cash Management System	UBS Financial Services, Inc.	yes	yes
Banks Utilized in the Company's Cash Management System	Wachovia Bank & Securities	yes	yes
Banks Utilized in the Company's Cash Management System	Wells Fargo	yes	yes
Businesses Affiliated with Directors and Officers	AFC Enterprises		yes
Businesses Affiliated with Directors and Officers	Aon Corporation	yes	
Businesses Affiliated with Directors and Officers	Bally Total Fitness Holding Corporation	yes	

Position*	Party**	Client***	Non-Client****
Businesses Affiliated with Directors and Officers	Centex Corporation		yes
Businesses Affiliated with Directors and Officers	Lexmark International Inc.	yes	
Businesses Affiliated with Directors and Officers	Nisource Inc.		yes
Businesses Affiliated with Directors and Officers	Pan American Life Insurance	yes	
Businesses Affiliated with Directors and Officers	Sunoco Inc.	yes	yes
Businesses Affiliated with Directors and Officers	The Brink's Company		yes
Consignors	Intuit Inc.		yes
Credit Card Companies and/or Processors	American Express	yes	yes
Credit Card Companies and/or Processors	Discover Card		yes
Credit Card Companies and/or Processors	IPS Card Solutions, Inc.	yes	
Credit Card Companies and/or Processors	MasterCard		yes
Credit Card Companies and/or Processors	ValueLink	yes	
Credit Card Companies and/or Processors	Visa Inc.		yes
Debtors	Circuit City Stores, Inc.	Yes	yes
Fifty Largest Unsecured Creditors	IBM	yes	yes
Fifty Largest Unsecured Creditors	Navarre Corporation	yes	
Insurers	American Empire Excess & Surplus Lines		yes
Insurers	American Home Assurance Company	yes	yes
Insurers	Arch Insurance Group	yes	yes
Insurers	Chubb	yes	yes
Insurers	CNA Global Specialty Lines	yes	yes
Insurers	Essex Insurance Company		yes
Insurers	Federal Insurance Company	yes	yes
Insurers	Fireman's Fund Insurance Company		yes

Position*	Party**	Client***	Non-Client****
Insurers	Global Excess Partners		yes
Insurers	Great American Assurance Company		yes
Insurers	Great American Insurance Company	yes	yes
Insurers	Lexington Insurance Company		yes
Insurers	Liberty Mutual Fire Insurance Company		yes
Insurers	Lloyds of London		yes
Insurers	National Union Fire Insurance Company		yes
Insurers	St. Paul Mercury Insurance Company		yes
Insurers	State National Insurance Company	yes	yes
Insurers	Westchester Surplus Lines Insurance Company		yes
Insurers	XL Specialty Insurance Company	yes	
Insurers	Zurich American Insurance Company	yes	yes
Litigation Counterparties	Internal Revenue Service		yes
Litigation Counterparties	JP Morgan Chase	yes	yes
Litigation Counterparties	Keystone Automotive Industries		yes
Litigation Counterparties	Massachusetts Department of Revenue		yes
Litigation Counterparties	RealSource		yes
Litigation Counterparties	State of Iowa		yes
Litigation Counterparties	Tennessee Department of Revenue		yes
Litigation Counterparties	Visa		yes
Merchandise Creditors	Apple	yes	yes
Merchandise Creditors	Audiovox		yes
Merchandise Creditors	Eastman Kodak Company	yes	
Merchandise Creditors	Epson America Inc.		yes
Merchandise Creditors	Microsoft Corporation	yes	yes
Merchandise Creditors	Pioneer Electronics (USA) Inc		yes
Merchandise Creditors	Sony Electronics Inc.		yes
Personal Property Lessors	Toshiba	yes	
Prepetition and Postpetition Secured Lenders	Ableco Finance LLC		yes
Prepetition and	Bank of America, N.A.	yes	yes

Position*	Party**	Client***	Non-Client****
Postpetition Secured Lenders			
Prepetition and Postpetition Secured Lenders	Capital One Leverage Finance Corporation	yes	yes
Prepetition and Postpetition Secured Lenders	Fifth Third Bank		yes
Prepetition and Postpetition Secured Lenders	General Electric Capital Corporation	yes	yes
Prepetition and Postpetition Secured Lenders	GMAC Commercial Finance LLC	yes	yes
Prepetition and Postpetition Secured Lenders	JPMorgan Chase Bank, N.A.	yes	yes
Prepetition and Postpetition Secured Lenders	PNC Bank, N.A.	yes	yes
Prepetition and Postpetition Secured Lenders	Textron Financial Corporation		yes
Prepetition and Postpetition Secured Lenders	Wachovia Capital Finance Corporation	yes	yes
Real Property Lessors	Acadia Realty Limited Partnership		yes
Real Property Lessors	Advance Real Estate Management, LLC		yes
Real Property Lessors	AIG Baker Deptford, LLC	yes	yes
Real Property Lessors	AMB Property, LP		yes
Real Property Lessors	American National Bank & Trust Company Of Chicago		yes
Real Property Lessors	American National Insurance Company	yes	yes
Real Property Lessors	AMLI Land Development- I, LP		yes
Real Property Lessors	Cardinal Capital Partners		yes
Real Property Lessors	Catellus Development Corporation		yes
Real Property Lessors	CBL Terrace Limited Partnership		yes
Real Property Lessors	Century Plaza Development Corporation		yes
Real Property Lessors	CFH Realty III/Sunset Valley LP		yes

Position*	Party**	Client***	Non-Client****
Real Property Lessors	Cohab Realty LLC		yes
Real Property Lessors	Cypress/Spanish Fort I LP	yes	
Real Property Lessors	Dayton Hudson Corporation		yes
Real Property Lessors	DDR Southeast Loisdale LLC	yes	yes
Real Property Lessors	ERP of Midway, LLC		yes
Real Property Lessors	Evergreen Mcdowell And Pebble Creek LLC		yes
Real Property Lessors	Excel Realty Partners LP		yes
Real Property Lessors	Federal Realty Investment Trust		yes
Real Property Lessors	Forest City Ratner Company		yes
Real Property Lessors	FW CA Brea Marketplace LLC		yes
Real Property Lessors	GGP Mall of Louisiana LP		yes
Real Property Lessors	Goodmill LLC		yes
Real Property Lessors	Greater Orlando Aviation Authority		yes
Real Property Lessors	Greece Ridge LLC		yes
Real Property Lessors	Green 521 5th Avenue LLC		yes
Real Property Lessors	Gunning Investments, LLC		yes
Real Property Lessors	Hamilton Crossing I LLC		yes
Real Property Lessors	Johnson City Crossing (Delaware) LLC	yes	
Real Property Lessors	Kimco Realty Corporation		yes
Real Property Lessors	Mall of Georgia LLC	yes	
Real Property Lessors	Meyerland Plaza (De) LLC		yes
Real Property Lessors	Montclair Plaza LLC		yes
Real Property Lessors	National Retail Properties, LP		yes
Real Property Lessors	Nazario Family Partnership		
Real Property Lessors	Necrossgates Commons Newco, LLC		yes
Real Property Lessors	New Plan Excel Realty Trust		yes
Real Property Lessors	Northern Trust Bank of California		yes
Real Property Lessors	One Liberty Properties		yes
Real Property Lessors	OTR		yes
Real Property Lessors	Panattoni Development Company LLC		yes
Real Property Lessors	Pappas Gateway LP		yes
Real Property Lessors	Principal Real Estate Holding Company LLC		yes
Real Property Lessors	Prudential Insurance Company Of America	yes	yes
Real Property Lessors	Ramco-Gershenson Properties		yes

Position*	Party**	Client***	Non-Client****
	LP		
Real Property Lessors	Regency Centers LP	yes	yes
Real Property Lessors	RREEF America REIT II Corporation VVV		yes
Real Property Lessors	Simon Debartolo Group LP	yes	
Real Property Lessors	Simon Property Group	yes	
Real Property Lessors	Stop & Shop Supermarket Company LLC		yes
Real Property Lessors	Target Corporation	yes	yes
Real Property Lessors	Teachers Insurance & Annuity Assoc.Of Amer.	yes	yes
Real Property Lessors	The Macerich Company		yes
Real Property Lessors	Torrington Triplets LLC		yes
Real Property Lessors	Triangle Equities Junction LLC		yes
Real Property Lessors	U.S. 41 & I-285 Company		yes
Real Property Lessors	Vestar Arizona XXXI LLC		yes
Real Property Lessors	VNO Mundy Street LLC		yes
Real Property Lessors	Vornado Realty Trust		yes
Real Property Lessors	Wal-Mart Stores East LP	yes	yes
Real Property Lessors	Weingarten Miller Sheridan LLC		yes
Real Property Lessors	Weingarten Realty Investors		yes
Real Property Lessors	Westgate Village LLC		yes
Real Property Lessors	Wheaton Plaza Regional Shopping Center		yes
Real Property Lessors	WMI/MPI Business Trust		yes
Restructuring and Other Professionals	Ernst & Young	yes	
Restructuring and Other Professionals	Goldman, Sachs and Company	yes	yes
Restructuring and Other Professionals	McGuireWoods, LLP	yes	
Restructuring and Other Professionals	Ogilvy Renault LLP	yes	
Restructuring and Other Professionals	Wilmer, Cutler, Pickering Hale, & Dorr LLP		yes
Sublessees	Advance Auto Parts		yes
Sublessees	Blockbuster Inc.		yes
Sublessees	Books A Million		yes
Sublessees	Borders Inc.		yes
Sublessees	Carmax Business Services LLC	yes	
Sublessees	Casto		yes

Position*	Party**	Client***	Non-Client****
Sublessees	CEC Entertainment, Inc.		yes
Sublessees	DHL Global Business Services		yes
Sublessees	Dick's Sporting Goods Inc.	yes	yes
Sublessees	Dollar Tree Stores Inc.		yes
Sublessees	Food Lion LLC		yes
Sublessees	Golf Galaxy		yes
Sublessees	International House Of Pancakes		yes
Sublessees	JP Morgan Chase Bank	yes	yes
Sublessees	La-Z-Boy Showcase Shoppes	yes	yes
Sublessees	Lifeway Christian Resources		yes
Sublessees	O'Charleys, Inc.		yes
Sublessees	Ruby Tuesday's	yes	yes
Sublessees	Staples, The Office Superstore Inc.		yes
Sublessees	Toys R US Inc.		yes
Sublessees	Viacom Outdoor	yes	yes
Sublessees	West Marine Products Inc.		yes
Third Party Administrators	Aetna Life Insurance Company	yes	yes
Third Party Administrators	American Express Travel Related Services Company	yes	yes
Third Party Administrators	Assurant Inc.		yes
Third Party Administrators	E-Count		yes
Third Party Administrators	Mercer Insurance Group	yes	
Third Party Administrators	Navigant Consulting, Inc		yes
Third Party Administrators	Wachovia Bank, N.A.	yes	yes
Utility Providers	Accent Energy		yes
Utility Providers	Alabama Gas Corporation		yes
Utility Providers	Albuquerque Bernalillo County Water		yes
Utility Providers	Allegheny Power		yes
Utility Providers	Alliant Energy/WP&L		yes
Utility Providers	Alltel	yes	yes
Utility Providers	Ameren CILCO	yes	yes
Utility Providers	American Electric Power Company		yes
Utility Providers	Aquila, Inc.	yes	yes

Position*	Party**	Client***	Non-Client****
Utility Providers	Arizona Public Service		yes
Utility Providers	Artesian Water Company, Inc.		yes
Utility Providers	AT&T	yes	yes
Utility Providers	AT&T (Bellsouth)		yes
Utility Providers	Athens Clarke County, GA		yes
Utility Providers	Atmos Energy		yes
Utility Providers	Avaya	yes	
Utility Providers	Avista Utilities		yes
Utility Providers	Baltimore Gas & Electric		yes
Utility Providers	Bell South		yes
Utility Providers	Brownsville Public Utilities Board		yes
Utility Providers	Cascade Natural Gas		yes
Utility Providers	CenterPoint Energy Services Inc.		yes
Utility Providers	Central Georgia EMC	yes	yes
Utility Providers	Central Hudson Gas & Electric Company		yes
Utility Providers	Charter Communications	yes	yes
Utility Providers	Chesapeake Utilities		yes
Utility Providers	City of Alexandria, LA		yes
Utility Providers	City of Atlanta, GA-Dept of Watershed Mg	Yes	yes
Utility Providers	City of Austin, TX		yes
Utility Providers	City of Baltimore, MD		yes
Utility Providers	City of Boulder, CO		yes
Utility Providers	City of Boynton Beach, FL/Utilities Dept		yes
Utility Providers	City of Buford, GA		yes
Utility Providers	City of Burbank, CA		yes
Utility Providers	City of Charlottesville, VA		yes
Utility Providers	City of Chicago, IL Dept. of Water		yes
Utility Providers	City of Columbus, OH		yes
Utility Providers	City of Garland Utility Services		yes
Utility Providers	City of Groveland, FL		yes
Utility Providers	City of Houston, TX - Water/Wastewater		yes
Utility Providers	City of Lake Charles, LA		yes
Utility Providers	City of Mansfield, TX		yes
Utility Providers	City of Pasadena, CA		yes
Utility Providers	City of Redding, CA		yes

Position*	Party**	Client***	Non-Client****
Utility Providers	City of Richmond, VA		yes
Utility Providers	City of San Diego, CA		yes
Utility Providers	City of Savannah, GA		yes
Utility Providers	City of Tallahassee, FL - Util Dept		yes
Utility Providers	Cobb County Water System		yes
Utility Providers	Columbia Gas of Kentucky		yes
Utility Providers	Columbia Gas of Maryland		yes
Utility Providers	Comcast	yes	yes
Utility Providers	Connexus Energy		yes
Utility Providers	Consumers Energy	yes	yes
Utility Providers	Cox Communications	yes	
Utility Providers	CPS Energy		yes
Utility Providers	Dakota Electric Association		yes
Utility Providers	Dayton Power & Light		yes
Utility Providers	Delmarva Power DE/MD/VA		yes
Utility Providers	Douglasville-Douglas County GA		yes
Utility Providers	DTE Energy	yes	yes
Utility Providers	Duke Energy	yes	yes
Utility Providers	Duquesne Light Company		yes
Utility Providers	El Paso Electric Company		yes
Utility Providers	Elizabethtown Gas		yes
Utility Providers	Entergy Arkansas, Inc.	yes	yes
Utility Providers	Entergy Gulf States LA, LLC	yes	yes
Utility Providers	Fairfax Water - VA		yes
Utility Providers	Fairpoint Communications	yes	yes
Utility Providers	Flint EMC, GA	yes	yes
Utility Providers	Florida Power & Light Company	yes	yes
Utility Providers	Georgia Power		yes
Utility Providers	Granite Telecommunications		yes
Utility Providers	Greenville Utilities Commission, NC		yes
Utility Providers	GreyStone Power Corporation	yes	
Utility Providers	Gwinnett Co. Water Resources	yes	
Utility Providers	Idaho Power	yes	
Utility Providers	Indian River County Utilities, FL		yes
Utility Providers	Intercall		yes
Utility Providers	Intermountain Rural Electric Association		yes

Position*	Party**	Client***	Non-Client****
Utility Providers	Jackson Electric Membership Corp, GA	yes	yes
Utility Providers	Jacksonville Electric Authority		yes
Utility Providers	Knoxville Utilities Board	yes	
Utility Providers	Madison Gas and Electric - WI		yes
Utility Providers	MCI	yes	
Utility Providers	Met-Ed		yes
Utility Providers	MidAmerican Energy Company		yes
Utility Providers	Missouri Gas Energy		yes
Utility Providers	Mountaineer Gas		yes
Utility Providers	National Grid		yes
Utility Providers	Nevada Power Company		yes
Utility Providers	New England Gas Company		yes
Utility Providers	New Jersey Natural Gas Company		yes
Utility Providers	New York State Electric & Gas		yes
Utility Providers	Nextel Communications		yes
Utility Providers	Nicor Gas		yes
Utility Providers	Northern Indiana Public Service Company		yes
Utility Providers	Northern Virginia Electric Cooperative		yes
Utility Providers	Orange and Rockland Utilities		yes
Utility Providers	Pacific Gas & Electric		yes
Utility Providers	Peoples Gas		yes
Utility Providers	PEPCO (Potomac Electric Power Company)	yes	yes
Utility Providers	Piedmont Natural Gas-Nashville Gas		yes
Utility Providers	Portland General Electric		yes
Utility Providers	PPL Utilities		yes
Utility Providers	Progress Energy Carolinas, Inc		yes
Utility Providers	Questar Gas	yes	
Utility Providers	Qwest	yes	yes
Utility Providers	Research In Motion		yes
Utility Providers	Ritter Communications		yes
Utility Providers	Salt River Project		yes
Utility Providers	San Diego Gas & Electric		yes
Utility Providers	Santee Cooper		yes

Position*	Party**	Client***	Non-Client****
Utility Providers	Sawnee EMC	yes	yes
Utility Providers	Sempra Energy Solutions	yes	yes
Utility Providers	Sierra Pacific Power Company-NV		yes
Utility Providers	Skytel		yes
Utility Providers	Snapping Shoals EMC	yes	yes
Utility Providers	South Jersey Gas Company		yes
Utility Providers	Southern California Edison		yes
Utility Providers	Southern California Gas		yes
Utility Providers	Southwest Gas Corporation		yes
Utility Providers	Sprint	yes	yes
Utility Providers	Surewest		yes
Utility Providers	T Mobile	yes	yes
Utility Providers	Tacoma Public Utilities	yes	
Utility Providers	Texas Gas Service		yes
Utility Providers	Tri-County Electric Cooperative/TX	yes	yes
Utility Providers	TXU Energy	yes	yes
Utility Providers	UGI Energy Services, Inc.		yes
Utility Providers	United Illuminating Company		yes
Utility Providers	USA Mobility		yes
Utility Providers	Vectren Energy Delivery	yes	yes
Utility Providers	Verizon (BA)	yes	yes
Utility Providers	Verizon Wireless	yes	yes
Utility Providers	Walton EMC PO Box 1347/260	yes	
Utility Providers	Washington Gas		yes
Utility Providers	Westar Energy/KPL		yes
Utility Providers	Western Allegheny County MUA	yes	
Utility Providers	Westminster Finance - CO		yes
Utility Providers	Wisconsin Electric		yes
Utility Providers	Wisconsin Public Service Corporation		yes
Utility Providers	Wright-Hennepin Coop Electric		yes
Utility Providers	Xcel Energy: Southwestern Public Service		yes
Vendors and Major Contract Parties	Cosco		yes
Vendors and Major Contract Parties	Graphic Communications		yes
Vendors and Major Contract Parties	Quebecor World KRI		yes
Vendors and Major Contract Parties	Shopzilla Inc.		yes

Position*	Party**	Client***	Non-Client****
Contract Parties			
Vendors and Major Contract Parties	Trane		yes

* this is the first position for which the entity was listed on the "interested party" exhibit

** information for corporate affiliates and trade styles (i.e. Bank of America, Banc of America, Banc of America Securities, etc.) was also included where possible

*** a yes indicates at least one active Firm client associated with this entity

**** a yes indicates at least one open Firm matter where this party is not the Firm's client

EXHIBIT 3

Attorney	Discounted Billing Rate
----------	-------------------------

Partners

David J. Rabinowitz	\$550.00
Mark Jackson	\$550.00
Eric Sidman	\$550.00

Associates

Churchill Hoof	\$420.00
Erin Payne	\$350.00
David Poline	\$320.00
Alex DuFour	\$300.00
Garland Reid	\$260.00
Ted Woodward	\$260.00

Paralegals

April McElwee	\$220.00
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